



# NEW ENVIRONMENTAL ENERGY HOLDINGS LIMITED

## 新環保能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 03989)

### PROXY FORM FOR EXTRAORDINARY GENERAL MEETING TO BE HELD ON TUESDAY, 17 MAY 2011 AND ANY ADJOURNMENT THEREOF

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ share(s)<sup>2</sup> of HK\$0.1 each in the share capital of  
New Environmental Energy Holdings Limited (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE  
EXTRAORDINARY GENERAL MEETING<sup>3</sup>** (the "Meeting") or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at Falcon Room II,  
Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Tuesday, 17 May 2011 at  
11:00 a.m. (or at any adjournment thereof) for the purpose of considering, if thought fit, passing the resolution set out in  
the notice convening the Meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit and  
on any other resolution properly put to the Meeting.

RESOLUTIONS	For <sup>4</sup>	Against <sup>4</sup>
1. To approve the Placing Agreement and the transactions contemplated thereunder, including the grant of the Specific Mandate to Directors for the allotment and issue of the Placing Shares.		
2. To approve the Subscription Agreement and the transaction contemplated thereunder, including the allotment and issue of the Subscription Shares to the Subscriber.		

Dated the day of \_\_\_\_\_, 2011 Shareholder's Signature<sup>7</sup>: \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.1 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, delete words "**THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING**" and insert the name and address of the proxy desired in the space provided.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE BOX MARKED "AGAINST"**. Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. The description of this resolution is by way of summary only. The full text appears in the Notice of Extraordinary General Meeting.
6. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority must be deposited at the Company's Hong Kong branch registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than forty eight hours before the time appointed for holding the meeting or any adjournment thereof.
7. This form of proxy must be signed by you or your attorney duly authorized in writing or in the case of a corporation must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
8. Where there are joint holders of a share of the Company, any one of such joint holders may vote at the meeting either in person or by proxy in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting in person or by proxy, that one of such joint holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
9. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
10. Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting or at any adjournment thereof if you so desire and, in such event, the appointed proxy shall be deemed to have been revoked.
11. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**